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(Requestor's Name)

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(City/State/Zip/Phone #)

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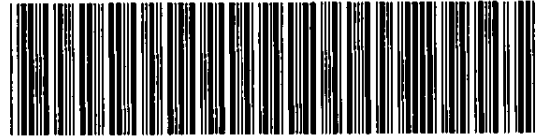
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2012 DEC 27 PM 12:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

DEC 27 2012

T. ROBERTS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 474379 4302451

AUTHORIZATION :

*Spuddean*

COST LIMIT : \$ 50.00

ORDER DATE : December 26, 2012

ORDER TIME : 9:24 AM

ORDER NO. : 474379-010

CUSTOMER NO: 4302451

ARTICLES OF MERGER

INTEGRATED BIOMETRIC  
TECHNOLOGY, LLC

INTO

IBT ACQUISITION, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER OF  
INTEGRATED BIOMETRIC TECHNOLOGY, LLC  
INTO  
IBT ACQUISITION, LLC**

FILED  
2012 DEC 27 PM 12:58  
CLERK OF THE STATE  
OF FLORIDA  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382 of the of the Limited Liability Company Act of the State of Florida

Integrated Biometric Technology, LLC, a Florida limited liability company (the "Company"), which desires to merge with IBT Acquisition, LLC, a Delaware limited liability company ("IBT Acquisition"), does hereby certify:

**FIRST:** The names and states of incorporation or formation, as applicable, of the constituent companies to this merger are as follows:

| Name                                 | Entity Type               | State of Formation |
|--------------------------------------|---------------------------|--------------------|
| Integrated Biometric Technology, LLC | Limited Liability Company | Florida            |
| IBT Acquisition, LLC                 | Limited Liability Company | Delaware           |

**SECOND:** IBT Acquisition is the surviving company of the merger, and the name of the surviving company shall be IBT Acquisition, LLC. The principal office address of the surviving company is 296 Concord Road, Suite 300, Billerica, Massachusetts 01821.

**THIRD:** The Agreement and Plan of Merger, dated as of December 26, 2012 (the "Merger Agreement"), by and between the Company and Integrated Biometric Technology, which is attached hereto as Exhibit A, has been approved, adopted, executed, certified and acknowledged by each of the constituent companies in accordance with Section 608.4382 of the Limited Liability Company Act of the State of Florida and Section 18-209 of the Limited Liability Company Act of the State of Delaware.

**FOURTH:** The merger shall be effective at 11:00 a.m. Eastern time on the date of filing of this Certificate of Merger with the Registration Section of the Division of Corporations in the Florida Department of State.

**FIFTH:** IBT Acquisition, LLC, as the surviving company of the merger, agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595 of the Limited Liability Company Act of the State of Florida.

**SIXTH:** The principal office address of the surviving company is 296 Concord Road, Suite 300, Billerica, Massachusetts 01821. The executed Merger Agreement is on file at the principal office address of the surviving company.

**SEVENTH:** The Certificate of Formation of IBT Acquisition in effect immediately prior to the merger shall be the Certificate of Formation of the surviving company. The Limited Liability Company Agreement of IBT Acquisition in effect immediately prior to the merger shall be the Limited Liability Company Agreement of the surviving company.

**EIGHTH:** The street and mailing address of the surviving company which the Florida Department of State may use for the purpose of s. 48.181, F.S. is 296 Concord Road, Suite 300, Billerica, Massachusetts 01821. The surviving company appoints the Florida Secretary of State as its agent for

service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.


**NINTH:** A copy of the Merger Agreement will be furnished by the surviving company on request and without cost, to any member of any constituent company.

[signature page follows]

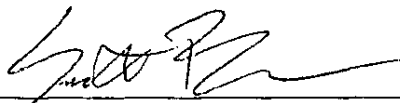
IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed in its company name by its duly authorized officer.

Dated: December 27, 2012

**INTEGRATED BIOMETRIC TECHNOLOGY, LLC**

By:   
Name: Scott Boylan  
Title: Secretary

**IBT ACQUISITION, LLC**

By:   
Name: Scott Boylan  
Title: Secretary

**Exhibit A**

**Merger Agreement**

See attached

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 26, 2012, between Integrated Biometric Technology, LLC, a Florida limited liability company ("Integrated Biometric Technology"), and IBT Acquisition, LLC, a Delaware limited liability company ("IBT Acquisition").

### RECITALS

- A. WHEREAS, Integrated Biometric Technology is a wholly owned subsidiary of IBT Acquisition; and
- B. WHEREAS, the sole member of Integrated Biometric Technology has determined it to be advisable and in the best interests of Integrated Biometric Technology, and the sole member of IBT Acquisition has determined it to be advisable and in the best interests of IBT Acquisition, that Integrated Biometric Technology be merged into IBT Acquisition (the "Merger") so that IBT Acquisition will be the surviving company in the Merger as authorized by the laws of the State of Delaware and the State of Florida and pursuant to the terms and conditions of this Agreement.

### AGREEMENTS

NOW, THEREFORE, in consideration of the foregoing recitals and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### 1. MERGER

- 1.1 Merger. Subject to the terms and conditions of this Agreement and in accordance with the provisions of the Delaware Limited Liability Company Act (the "DLLCA") and the Florida Limited Liability Company Act (the "FLLCA"), at the Effective Time (as defined below), Integrated Biometric Technology shall merge with and into IBT Acquisition and the separate corporate existence of Integrated Biometric Technology shall thereupon cease (the "Merger") and IBT Acquisition shall continue as the surviving corporation (the "Surviving Company").
- 1.2 Effective Time. Subject to the terms and conditions of this Agreement and in accordance with the provisions of the DLLCA and the FLLCA, the Merger shall become effective upon the filing of Certificate of Merger with the Secretary of State of the State of Delaware or at such later date as set forth in the Certificate of Merger (the "Effective Time").
- 1.3 Effects of the Merger. At the Effective Time, the Surviving Company shall succeed to all of the rights, privileges, powers and property of Integrated Biometric Technology and assume all debts, liabilities and duties of Integrated Biometric Technology, as more fully set forth in the DLLCA and the FLLCA.

#### 2. CONVERSION OF INTERESTS

- 2.1 At the Effective Time, as a result of the Merger and without any action by the holders thereof, all of the interests of Integrated Biometric Technology and all rights in respect thereof shall be cancelled by virtue of the Merger and represent no further interest in the Surviving Company.

- 2.2 The outstanding interests of IBT Acquisition shall not be converted or exchanged in any manner, but each said interest which is issued prior to the Effective Time shall continue to represent a membership interest of the Surviving Company.

### **3. FORMATION DOCUMENTS AND OFFICERS**

- 3.1 Certificate of Formation and LLC Agreement. The Certificate of Formation of IBT Acquisition, in effect at the Effective Time shall, at and after the Effective Time, continue to be the Certificate of Formation of the Surviving Company. The LLC Agreement of IBT Acquisition, in effect at the Effective Time shall, at and after the Effective Time, continue to be the LLC Agreement of the Surviving Company.
- 3.2 Officers. The officers of IBT Acquisition in effect immediately prior to the Effective Time shall, at and after the Effective Time, continue to be the directors and officers, respectively, of the Surviving Company.

### **4. GENERAL**


- 4.1 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.
- 4.2 Counterparts. This Agreement may be executed in counterparts, the sum of which shall constitute one document.
- 4.3 Amendment. This Agreement may be amended, modified or supplemented only pursuant to a written instrument making specific reference to this Agreement and signed by each of the parties hereto.

[signature page follows]



IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date of and year first above written.

IBT ACQUISITION, LLC

By:   
Name: Scott Boylan  
Title: Secretary

INTEGRATED BIOMETRIC TECHNOLOGY, LLC


By: \_\_\_\_\_  
Name: Robert Eckel  
Title: Chief Executive Officer and Treasurer

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date of and year first above written.

**IBT ACQUISITION, LLC**

By: \_\_\_\_\_  
Name: Scott Boylan  
Title: Secretary

**INTEGRATED BIOMETRIC TECHNOLOGY, LLC**

By:  \_\_\_\_\_  
Name: Robert Eckel  
Title: Chief Executive Officer and Treasurer